UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES

FEB ÞÚRSÚÁNÞ ÞO REGULATION D,

RECEIVED

SECTION 4(6), AND/OR

UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (check if this is an amendment and name has	changed, and ind	icate change.))					
Flexible Premium Variable Universal Group Life Insurance Policy-PPL1347								
Filing Under (Check b ox(es) that apply): Rule 504 Rule 5	505 🛭 Rule 5	06 Sec	tion 4(6)					
Type of Filing: New Filing Amendment								
A. BASIC IDENTIF	FICATION DAT	'A						
1. Enter the information requested about the issuer								
Name of Issuer (check if this is an amendment and name has cha	anged, and indica	te change.)						
Nationwide Private Placement Variable Account								
Address of Executive Offices (Number and Street, City, Sta	ate, Zip Code)	Telephone N	umber (Including Area	Code)				
One Nationwide Plaza, Columbus, OH 43215		(614) 249-71	11					
Address of Principal Business Operations (Number and Street, Code) (if different from Executive Offices)	City, State, Zip	Telephone N	umber (Including Area	Code)				
Brief Description of Business								
Variable Insurance Products				PROCESSE				
Type of Business Organization				-⊪ HO €E99EF				
corporation limited partnership, already formed	other (please			FEB 2 3 2006 0				
business trust limited partnership, to be formed	Insurance Company Separate Account			THOMSON				
Year Actual or Estimated Date of Incorporation or Organization	Month Year			FINANCIAL				
	[05] [98]	Actual	Estimated	warne tilba				
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [O] [H]								

GENERAL INSTRUCTIONS:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.							
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.							
A. BASIC IDENTIFICATION DATA							
A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers.							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual) Alutto, Joseph A.							
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual) Brocksmith, Jr. James G.							
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual) Eckel, Keith W.							
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215							
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner							
Full Name (Last name first, if individual) Mille de Lombera, Martha J.							
Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215							

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Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Jurgensen, W.G.				
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) Marshall, Lydia M.				
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432		Code)		
Check Box(es) that Apply: Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual) McWhorter, Donald L.				, .
Business or Residence Address (Number and One Nationwide Plaza, Columbus, OH 432		Code)		120-01
(Use blank shee	t, or copy and use addition	onal copies of this sheet,	as necessary)	
	B. INFORMATION	ABOUT OFFERING		
 Has the issuer sold, or does the issue. What is the minimum investment to the sold the sold that is the minimum investment to the sold that is the offering permit joint own. Enter the information requested for indirectly, any commission or similar sales of securities in the offering. If or dealer registered with the SEC at more than five (5) persons to be list forth the information for that broken. 	Answer also in Appe hat will be accepted fi ership of a single unit r each person who has lar remuneration for s f a person to be listed and/or with a state or steed are associated per	endix, Column 2, if fill from any individual? s been or will be paid of colicitation of purchase is an associated persociates, list the name of	or given, directers in connection or agent of	OE. S100,000 S100,000 Stly or ion with a broker dealer. If
Full Name (Last name first, if individual) Dayton, Keith	16: . 6: . 6: . 7:			
Business or Residence Address (Number an 300 International Parkway, Suite 270, Heath Name of Associated Broker or Dealer		Code)		
Name of Associated Broker of Dealer Newport Group Securities States in Which Person Listed Has Solicited (Check "All States" or check indiv				All States
AL AK AZ AR	CA CO	CT DE DO	FL	GA HI ID
IL IN IA KS	KY LA	ME MD M.	A	MN MS MO
MT NE NV NH	NJ NM	NY NC NI	ОН	OK OR PA
RI SC SD TN	TX UT	VT VA W	A WV	WI WY PR

Full Name (Last name first, if individual)									
Findley, Craig									
Business or Residence Address (Number and Street, City, State, Zip Code) 7124 West Central Avenue, Toledo OH 43617									
Name of Associated Broker or Dealer									
Merrill Lynch									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers									
(Check "All States" or check individual States)	All States								
AL AK AZ AR CA CO CT DE DC FL	GA HI ID								
IL IN IA KS KY LA ME MD MA	MN MS MO								
MT NE NV NH NJ NM NY NC ND OH	OK OR PA								
RI SC SD TN TX UT VT VA WA WV	WI WY PR								
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
Name of Associated Broker or Dealer									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States								
AL AK AZ AR CA CO CT DE DC FL	GA HI ID								
IL IN IA KS KY LA ME MD MA MI	MN MS MO								
MT NE NV NH NJ NM NY NC ND OH	OK OR PA								
RI SC SD TN TX UT VT VA WA WV	WI WY PR								

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF F	ROCEEDS	
۱.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter .0. if the answer is .none. or .zero If the transaction is an exchange offering, check this box \(\square \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
		Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt Equity	\$ \$	\$
	Common Preferred	a	\$
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests.	\$	\$
	Other (Specify: Variable Life Insurance	\$3,668,544	\$1,528,560
	Policy)		
	Total	\$3,668,544	\$1,528,560
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount
			Of Purchases
	Accredited Investors	1	\$1,528,560
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	1	\$1,528,560
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C. Question 1. Type of Offering Rule 505	Type of Security	Dollar Amount Sold \$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not know, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	片	Ψ
	Legal Fees	片	\$
	Accounting Fees.	H	\$
	Engineering Fees.		\$ \$
	Sales Commissions (specify finder's fees separately)	H	\$ \$194,127
	Other Expenses (identify)	H	\$
	Total	H	\$
	1041		<u> </u>
	b. Enter the difference between the aggregate offering price given in		

	response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$3,474,417
5.	Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes show. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set fort in response to Part C – Question 4.b. above.		-
		Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees	□\$	\$
	Purchase, rental or leasing and installation of machinery and equipment.	\$	 \$
	Construction or leasing of plant buildings and facilities		
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets		 \$
	or securities of another issuer pursuant to a merger)		 \$
	Working capital	 \$	 \$
	Other (specify):		
-		<u></u> \$	 \$
-	Column Totals	 \$	□\$
	Total Payments Listed (column totals added)	 \$	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Nationwide Private Placement Variable Account

Name of Signer (Print or Type) Troy Anderson Signature

Date 2-14-2006

Title of Signer (Print or Type)

Senior Vice President

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE							
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification Yes No provisions of such rule?	Yes	No ⊠					
	See Appendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to furnish to any state administrator filed a notice on Form D (17 CFR 239.500) at such times as required by state l		ich this notice is					
3.	The undersigned issuer hereby undertakes to furnish to the state administrators furnished by the issuer to offerees.	, upon written req	uest, information					
4.	The undersigned issuer represents that the issuer is familiar with the conditions to the Uniform limited Offering Exemption (ULOE) of the state in which this the issuer claiming the availability of this exemption has the burden of establisheen satisfied.	notice is filed and	understands that					
The icens	er has read this notification and knows the contents to be true and has duly caused the	is natice to be sig	mad on					

Issuer (Print or Type)

Nationwide Private Placement

Variable Account

Signature

Date

2-14-2006

Name of Signer (Print or Type)

Troy Anderson

Title of Signer (Print or Type)

Senior Vice President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

	APPENDIX								
1	2	3	4	5					
	Intended to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item2)	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)					

State	Y	es	ı	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
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1	Intended to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)					Т	Type of investor and amount purchased in State (Part C-Item2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		

State	Yes	No		Number of Accredited Investors	Amount	Non-Ac	ber of credited estors	Amount	Yes	
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Check E	Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Nar Miller, I			st, if individual)							
			Idress (Number and olumbus, OH 432	1 Street, City, State, Zip	Code)					-
Check E	Box(es)	that Apply	Promoter	Beneficial Owner	Executiv	e Officer	Director	General and/o		-
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			idress (Number and olumbus, OH 432	d Street, City, State, Zip	Code)					-
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Check E	Box(es)	that Apply	: Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o		
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			ddress (Number an olumbus, OH 432	d Street, City, State, Zip	Code)					-
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Check B	Box(es)	that Apply	y: Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o		
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Check I	Box(es)	that Apply	y: Promoter	Beneficial Owner	Executiv	ve Officer	Director	General and/o		-
Full Na			st, if individual)							-

No

Business or Residence Address (Number and Street, City, State, Zip Code) One Nationwide Plaza, Columbus, OH 43215